

**Exhibit A**

**Disclosure Statement**

**Exhibit B-1**

**(Ballot for Holders of Class Junior Subordinated Note Claims Ballot)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
**In re:** : **Chapter 11**  
:  
**LEXINGTON PRECISION CORP., et al.,** : **Case No. 08-11153 (MG)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**BALLOT FOR HOLDERS OF CLASS 6  
JUNIOR SUBORDINATED NOTE CLAIMS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 6 (Junior Subordinated Note Claims) includes the 13% Junior Subordinated Note due 2009, dated as of January 31, 2006, between Lexington Precision and Michael A. Lubin. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE 13% JUNIOR SUBORDINATED NOTE CLAIMS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial holders) is no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Principal Amount of 13% Junior Subordinated Note Claims.** The undersigned hereby certifies that as of [], 2008, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of 13% Junior Subordinated Note in the following aggregate unpaid principal amount (insert amount in box below).

Principal amount of 13% Junior  
Subordinated Note:  
\$ \_\_\_\_\_

ITEM 2. **Vote on the Proposed Plan.** The beneficial holder of the 13% Junior Subordinated Note identified in Item 1 hereby votes to:

Check one box:      ☐      Accept the Proposed Plan  
                                 ☐      Reject the Proposed Plan

ITEM 3. **Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of the Junior Subordinated Note Claim set forth in Item 1 elects to:

<input type="checkbox"/> REJECT RELEASE PROVISION IN ARTICLE 10.9
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**ITEM 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August 8, 2008 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the 13% Junior Subordinated Note Claims identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant:\_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant):\_\_\_\_\_

If by Authorized Agent, Title of Agent:\_\_\_\_\_

Street Address:\_\_\_\_\_

City, State and Zip Code:\_\_\_\_\_

Telephone Number:\_\_\_\_\_

Date Completed:\_\_\_\_\_

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 6  
JUNIOR SUBORDINATED NOTE CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 6 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 6 voting on the Proposed Plan. In the event that Class 6 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 6 and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 6 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors. The Voting Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.  
  
**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**
4. To properly complete this Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. cast vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if voted to accept or reject the Proposed Plan or abstained, you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
  - d. provide the information required by Item 4, if applicable to you;
  - e. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- f. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- g. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- h. provide your name and mailing address;
- i. sign and date your Ballot; and
- j. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-2**

**Ballot for Holders of Class 7  
General Unsecured Claims Against Lexington Precision Corp.**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re:</b>	:
	:
<b>LEXINGTON PRECISION CORP., <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11**

**Case No. 08-11153 (MG)**

**(Jointly Administered)**

**BALLOT FOR HOLDERS OF CLASS 7  
GENERAL UNSECURED CLAIMS AGAINST LEXINGTON PRECISION CORP.**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

This Ballot is to be used for voting by holders of General Unsecured Claims against LPC.

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Financial Balloting Group LLC, Attn: Lexington Precision Ballot Tabulation, 757 Third Avenue, 3rd Floor, New York, New York 10017, by no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended by the Debtors.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of General Unsecured Claims Against Lexington Precision.** For purposes of voting to accept or reject the Proposed Plan, the undersigned holds a General Unsecured Claims against Lexington Precision in the amount set forth below.

Amount: \$ _____
------------------

ITEM 2. **Vote on the Proposed Plan.** The undersigned holder of a General Unsecured Claim against Lexington Precision in the amount set forth in Item 1 above hereby votes to:

Check one box:      ☐      Accept the Proposed Plan  
                                 ☐      Reject the Proposed Plan

ITEM 3. **Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of the General Unsecured Claim against Lexington Precision Corporation set forth in Item 1 elects to:

☐ REJECT RELEASE PROVISION IN ARTICLE 10.9

ITEM 4. **OPTIONAL - Unsecured Convenience Class Election.** By checking the box below, regardless of the amount of your Allowed Claim, you elect to have your Allowed Claim reduced to \$2,000 and to be treated as a Convenience Claim against Lexington Precision, meaning that your Allowed Claim will be reduced to \$2,000 and paid in full in Cash.

☐  
Elect to have Allowed Claim  
Treated as a Convenience  
Claim

ITEM 5. **Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August 8, 2008 (as it may be amended, the “Disclosure”

Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim against Lexington Precision identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant:\_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant):\_\_\_\_\_

If by Authorized Agent, Title of Agent:\_\_\_\_\_

Street Address:\_\_\_\_\_

City, State and Zip Code:\_\_\_\_\_

Telephone Number:\_\_\_\_\_

Date Completed:\_\_\_\_\_

**VOTING INSTRUCTIONS FOR COMPLETING  
THE BALLOT FOR HOLDERS OF CLASS 7  
GENERAL UNSECURED CLAIM AGAINST LEXINGTON PRECISION**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 7 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 7 voting on the Proposed Plan. In the event that Class 7 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 7 and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Voting Agent”) so that it is received by the Voting Agent by no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors. Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON PRECISION BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. if you have a Claim in Class 7, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
  - e. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
  - f. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
  - g. provide your name and mailing address;
  - h. sign and date your Ballot; and
  - i. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-3**

**Ballot for Holders of Class 17  
General Unsecured Claims Against Lexington Rubber Group, Inc.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re:</b>	:
	:
<b>LEXINGTON PRECISION CORP., <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11**

**Case No. 08-11153 (MG)**

**(Jointly Administered)**

**BALLOT FOR HOLDERS OF CLASS 17  
GENERAL UNSECURED CLAIMS AGAINST LEXINGTON RUBBER GROUP, INC.**

Lexington Precision Corporation ("Lexington Precision") and Lexington Rubber Group, Inc. ("Lexington Rubber Group" and together with Lexington Precision, the "Debtors"), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the "Proposed Plan"), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Voting Agent") at (646) 282-1800.

This Ballot is to be used for voting by holders of General Unsecured Claims against Lexington Rubber Group. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Financial Balloting Group LLC, Attn: Lexington Precision Ballot Tabulation, 757 Third Avenue, 3rd Floor, New York, New York 10017, by no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the "Voting Deadline")**, unless such time is extended by the Debtors.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Amount of General Unsecured Claims Against Lexington Rubber Group.**  
For purposes of voting to accept or reject the Proposed Plan, the undersigned holds a General Unsecured Claims against Lexington Rubber Group in the amount set forth below.

Amount: \$ _____
------------------

ITEM 2. **Vote on the Proposed Plan.** The undersigned holder of a General Unsecured Claim against Lexington Rubber Group in the amount set forth in Item 1 above hereby votes to:

Check one box: ☐ Accept the Proposed Plan

☐ Reject the Proposed Plan

ITEM 3. **Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of the General Unsecured Claim against Lexington Rubber Group, Inc. set forth in Item 1 elects to:

☐ REJECT RELEASE PROVISION IN ARTICLE 10.9

ITEM 4. **OPTIONAL - Unsecured Convenience Class Election.** By checking the box below, regardless of the amount of your Allowed Claim, you elect to have your Allowed Claim reduced to \$2,000 and to be treated as a Convenience Claim against Lexington Rubber Group, meaning that your Allowed Claim will be reduced to \$2,000 and paid in full in Cash.

☐

Elect to have Allowed Claim  
Treated as a Convenience  
Claim

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August 8, 2008 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim against Lexington Precision identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_



**VOTING INSTRUCTIONS FOR COMPLETING  
THE BALLOT FOR HOLDERS OF CLASS 17  
GENERAL UNSECURED CLAIM AGAINST LEXINGTON RUBBER GROUP**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 17 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 17 voting on the Proposed Plan. In the event that Class 17 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 17 and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Voting Agent”) so that it is received by the Voting Agent by no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors. Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON PRECISION BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. if you have a Claim in Class 17, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims in a Class other than Class 17, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
- e. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- f. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-4A**

**Ballot for Beneficial Holders of Class 5  
Senior Subordinated Note Claims**

[Ballot Code]

**12% SENIOR SUBORDINATED NOTES  
CUSIP [INSERT CUSIP NUMBER]**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	:
	:
LEXINGTON PRECISION CORP., <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

**Chapter 11**  
**Case No. 08-11153 (MG)**  
**(Jointly Administered)**

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5  
SENIOR SUBORDINATED NOTE CLAIMS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 5 (Senior Subordinated Note Claims) includes the 12% Senior Subordinated Notes due 2009 pursuant to the indenture, dated as of December 18, 2003, between Wilmington Trust Company, as indenture trustee, and Lexington Precision. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE SENIOR SUBORDINATED NOTE CLAIMS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial holders) is no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Principal Amount of Senior Subordinated Note Claims.** The undersigned hereby certifies that as of [], 2008, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of 12% Senior Subordinated Notes in the following aggregate unpaid principal amount (insert amount in box below). If your 12% Senior Subordinate Notes are held by a Voting Nominee on your behalf and you do not know the amount of the 12% Senior Subordinated Notes held, please contact your Voting Nominee immediately.

Principal amount of  
Senior Subordinated Notes:

\$ \_\_\_\_\_

**ITEM 2. Vote on the Proposed Plan.** The beneficial holder of the 12% Senior Subordinated Notes identified in Item 1 hereby votes to:

Check one box:      ☐      Accept the Proposed Plan

☐      Reject the Proposed Plan

**ITEM 3. Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of the Senior Subordinated Note Claim set forth in Item 1 elects to:

☐ REJECT RELEASE PROVISION IN ARTICLE 10.9

BALLOT CODE:

**ITEM 4. Certification as to Senior Subordinated Note Claims held in Additional Accounts.** By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class 5 Senior Subordinated Note Claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 5 Senior Subordinated Note Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Proposed Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 5 BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder <sup>1</sup>	Amount of Other Senior Subordinated Note Claims Voted

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August 8, 2008 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Senior Subordinated Note Claims identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant:\_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant):\_\_\_\_\_

If by Authorized Agent, Title of Agent:\_\_\_\_\_

Street Address:\_\_\_\_\_

City, State and Zip Code:\_\_\_\_\_

Telephone Number:\_\_\_\_\_

Date Completed:\_\_\_\_\_

---

<sup>1</sup> Insert your name if the 12% Senior Subordinated Notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 5  
SENIOR SUBORDINATED NOTE CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 5 and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 5 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.** The Voting Agent is Financial Balloting Group. If you have any questions regarding this ballot, you may contact Financial Balloting Group at (646) 282-1800.

**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

4. To properly complete this Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please

note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.

- d. provide the information required by Item 4, if applicable to you;
- e. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- g. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- h. provide your name and mailing address;
- i. sign and date your Ballot; and
- j. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.



**Exhibit B-4B**

**Master Ballots for Record Holders of Class 5  
Senior Subordinated Note Claims**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re:** : **Chapter 11**  
:  
**LEXINGTON PRECISION CORP., et al.,** : **Case No. 08-11153 (MG)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**MASTER BALLOTS FOR RECORD HOLDERS OF CLASS 5  
SENIOR SUBORDINATED NOTE CLAIMS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 5 (Senior Subordinated Note Claims) includes the 12% Senior Subordinated Notes due 2009 pursuant to the indenture, dated as of December 18, 2003, between Wilmington Trust Company, as indenture trustee, and Lexington Precision (the “12% Senior Subordinated Notes”). **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE 12% SENIOR SUBORDINATED NOTES.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder for the 12% Senior Subordinated Notes, to transmit to the Voting Agent the votes of such beneficial holders in respect of their Senior Subordinated Note Claims to accept or reject the Proposed Plan.**

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [], 2008 (the Record Date under the Proposed Plan), the undersigned (please check appropriate box):

- ☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the 12% Senior Subordinated Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the 12% Senior Subordinated Notes listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of 12% Senior Subordinated Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of the Senior Subordinated Note Claims held by the beneficial owners of the 12% Senior Subordinated Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Senior Subordinated Note Claims, and certifies that the following beneficial holders of the 12% Senior Subordinated Notes, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of [], 2008, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots (“Beneficial Holder Ballots”) casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Senior Subordinated Note Claims to accept or to reject the Proposed Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting 12% Senior Subordinated Notes	Principal Amount of 12% Senior Subordinated Notes Voted to ACCEPT or REJECT Proposed Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$

TOTALS:	\$	\$
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- \* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in Item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), if a beneficial holder failed to check a box in Item 2 on its individual Beneficial Holder Ballot, its vote shall be counted as an Accept vote; and if a beneficial holder checked both boxes in Item 2 on its individual holder Ballot, its vote shall **not** be counted.

ITEM 3. **Releases.** INDEPENDENT OF EACH BENEFICIAL HOLDER’S VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, SUCH HOLDER MAY ELECT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

Your Customer Account Number for Each Beneficial Holder of 12% Senior Subordinated Notes that checked box in Item 3 of the Beneficial Holder Ballot	Principal Amount of 12% Senior Subordinated Notes Elects REJECT Article 10.9 of Proposed Plan
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
TOTALS:	

**Item 4. Certification as to Transcription of Information from Item 3 as to Senior Subordinated Note Claims Voted Through Other Beneficial Holder Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Holder Ballot, identifying any Senior Subordinated Note Claims for which such beneficial owners have submitted other Beneficial Holder Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed Item 4 of the Beneficial Holder Ballots	TRANSCRIBE FROM ITEM 4 OF THE BENEFICIAL OWNER BALLOTS:		
	Account Number	Name of Owner	Amount of Other 12% Senior Subordinated Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

**Item 5. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the 12% Senior Subordinated Notes listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number:\_\_\_\_\_

Name of Proxy Holder or Agent for Voting  
Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.:\_\_\_\_\_

Signature:\_\_\_\_\_

By:\_\_\_\_\_  
(If Appropriate)

Title:\_\_\_\_\_  
(If Appropriate)

Street Address:\_\_\_\_\_

City, State, Zip Code:\_\_\_\_\_

Telephone Number: ( ) \_\_\_\_\_  
(Including Area Code)

Date Completed:\_\_\_\_\_

**INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR RECORD HOLDERS OF CLASS 5  
SENIOR SUBORDINATED NOTE CLAIMS**

**VOTING DEADLINE/VOTING AGENT:**

**The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on [], 2009, unless extended by the Debtors in writing.** To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Voting Agent, before the Voting Deadline. The Voting Agent is:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON PRECISION BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**The Master Ballot will not be accepted by telecopy or facsimile. The Master Ballot will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

**HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any principal amount of the 12% Senior Subordinated Notes and you wish to vote any Senior Subordinated Note Claims held on account thereof, you may complete, execute and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial holders of Senior Subordinated Note Claims other than yourself, you may either:**

1. “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the “Solicitation Package”) and then forward the Solicitation Package to the beneficial owner of the Senior Subordinated Note Claims for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial Holder Ballot by executing Item 5 and indicating thereon the record holder of the Senior Subordinated Note Claims voted, the amount of the 12% Senior Subordinated Notes held by the beneficial holder, and the appropriate account numbers through which the beneficial owner’s holdings are derived. The beneficial owner shall return the “prevalidated” Beneficial Holder Ballot to the Voting Agent;

OR

2. Forward the Solicitation Package to the beneficial owner of the Senior Subordinated Note Claims for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to the Voting Nominee separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the Senior Subordinated Note Claims. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS SENIOR SUBORDINATED NOTE CLAIMS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- d. Please note that Item 4 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Holder Ballot relating to other Senior Subordinated Note Claims voted;



- e. Review the certification in Item 5 of the Master Ballot;
- f. Sign and date the Master Ballot, and provide the remaining information requested;
- g. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- i. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

**PLEASE NOTE:**

**The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or interest or an assertion of a claim or interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Proposed Plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial owners of the 12% Senior Subordinated Notes held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE

CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC,  
AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE  
BANKRUPTCY COURT.

**Exhibit B-5**

**Ballot for Holders of Class 10  
Series B Preferred Stock Interests Ballot**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re:</b>	:
	:
<b>LEXINGTON PRECISION CORP., <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11**

**Case No. 08-11153 (MG)**

**(Jointly Administered)**

**BALLOT FOR HOLDERS OF CLASS 10  
SERIES B PREFERRED STOCK INTERESTS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 10 (Series B Preferred Stock Interests) includes the preferred stock interests of Lexington Precision (the “Preferred Stock”).

This Ballot is to be used for voting by holders of Series B Preferred Stock Interests (as defined under the Proposed Plan). In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Number of Preferred Stock.** The undersigned hereby certifies that as of [], 2008, the undersigned was the holder (or authorized signatory for the holder) of Preferred Stock in the following amount (insert number of shares in box below).

Enter number  
of Preferred  
Shares owned.

_____
-------

BALLOT CODE:

ITEM 2. **Vote on the Proposed Plan.** The holder of the Preferred Stock identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan

☐ Reject the Proposed Plan

ITEM 3. **Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of holder of the Series B Preferred Stock Interest set forth in Item 1 elects to:

☐ REJECT RELEASE PROVISION IN ARTICLE 10.9

ITEM 4. Acknowledgements and Certification. By returning this Ballot, the holder of the Preferred Stock identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Preferred Stock identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of holder:\_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than holder):\_\_\_\_\_

If by Authorized Agent, Title of Agent:\_\_\_\_\_

Street Address:\_\_\_\_\_

City, State and Zip Code:\_\_\_\_\_

Telephone Number:\_\_\_\_\_

Date Completed:\_\_\_\_\_

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 10  
SERIES B PREFERRED STOCK INTERESTS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 10 if it is accepted by the holders of two-thirds in amount of Series B Preferred Stock Interests in Class 10 voting on the Proposed Plan. In the event that Class 10 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 10 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and Series B Preferred Stock Interests in the Lexington Precision (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 10 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots is no later than 4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** The Voting Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

4. To properly complete this Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. if you have a Claim in Class 10, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - d. if you also hold other claims or interests that are entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a

particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;

- e. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- f. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.



**Exhibit B-6A**

**Ballot for Beneficial Holders of Class 11  
LPC Common Stock Interests in Lexington Precision Corp.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	:
	:
LEXINGTON PRECISION CORP., <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

**Chapter 11**  
**Case No. 08-11153 (MG)**  
**(Jointly Administered)**

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 11  
LPC COMMON STOCK INTERESTS IN LEXINGTON PRECISION CORP.**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 11 (LPC Common Stock Interests) includes the common stock interest in Lexington Precision other than Series B Preferred Stock Interests (the “LPC Common Stock Interests”). **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE LPC COMMON STOCK INTERESTS.**

This Ballot is to be used for voting by holders of LPC Common Stock Interests. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on [ ]. 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

PLEASE COMPLETE THE FOLLOWING:

**ITEM 1. Number of LPC Common Stock Interests.** The undersigned hereby certifies that as of [], 2008, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of LPC Common Stock Interests in the following amount (insert number of shares in box below). If your LPC Common Stock Interests is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter number of Non-Preferred  
Equity Interests owned.

_____
-------

**ITEM 2. Vote on the Proposed Plan.** The beneficial holder of the LPC Common Stock Interest identified in Item 1 hereby votes to:

- Check one box:      ☐      Accept the Proposed Plan
- ☐      Reject the Proposed Plan

**ITEM 3. Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of LPC Common Stock Interests in Lexington Precision Corp. set forth in Item 1 elects to:

<input type="checkbox"/> REJECT RELEASE PROVISION IN ARTICLE 10.9
---

ITEM 4. Acknowledgements and Certification. By returning this Ballot, the beneficial holder of the Other Equity Interest identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the LPC Common Stock Interests identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than holder): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**VOTING INSTRUCTIONS FOR COMPLETING THE  
BALLOT FOR HOLDERS OF CLASS 11  
LPC COMMON STOCK INTERESTS IN LEXINGTON PRECISION CORP.**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 11 if it is accepted by the holders of two-thirds in amount of Interests in Class 11 voting on the Proposed Plan. In the event that Class 11 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 11 and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and LPC Common Stock Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 11 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”), unless such time is extended in writing by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.** The Voting Agent is Financial Balloting Group LLC. If you have any questions regarding this ballot, you may contact Financial Balloting Group at (646) 282-1800.  
  
**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**
4. To properly complete this Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. if you have a Claim in Class 11, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class 11, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- f. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-6B**

**Master Ballots for Record Holders of Class 11  
LPC Common Stock Interests in Lexington Precision Corp.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re:** : **Chapter 11**  
:  
**LEXINGTON PRECISION CORP., et al.,** : **Case No. 08-11153 (MG)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS 11  
LPC COMMON STOCK INTERESTS IN LEXINGTON PRECISION CORP.**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

Class 11 (LPC Common Stock Interests) all equity interests in Lexington Precision other than Series B Preferred Stock Interests (the “LPC Common Stock Interests”).  
**THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF  
BENEFICIAL HOLDERS OF THE LPC COMMON STOCK INTERESTS.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder for the Other Equity Interest, to transmit to the Voting Agent the votes of such beneficial holders in respect of their LPC Common Stock Interests (as defined under the Proposed Plan) to accept or reject the Proposed Plan.**

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [], 2008 (the Record Date under the Proposed Plan), the undersigned (please check appropriate box):

☐ Is a broker, bank, or other nominee for the beneficial holders of the amount of Other Equity Interest listed in Item 2 below, and is the registered holder of such securities, or



- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the amount of the Other Equity Interest listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder of the amount of Other Equity Interest listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of Equity Interests held by the beneficial holders of the Other Equity Interest described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their LPC Common Stock Interests, and certifies that the following beneficial holders of the Other Equity Interest, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of [], 2008, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots (“**Beneficial Holder Ballots**”) casting such votes. Indicate in the appropriate column the amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its LPC Common Stock Interests to accept or to reject the Proposed Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting Common Stock or LPC Common Stock Interests	Principal Amount of Common Stock or LPC Common Stock Interests Voted to ACCEPT or REJECT Proposed Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
TOTALS:	\$	\$

\* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), if a beneficial holder failed to check a box in Item 2 on its individual Beneficial Holder Ballot, its vote shall be counted as an Accept vote; and if a beneficial holder checked both boxes in Item 2 on its individual holder Ballot, its vote shall **not** be counted.

ITEM 3. **Releases.** INDEPENDENT OF EACH BENEFICIAL HOLDER'S VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, SUCH HOLDER MAY ELECT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

Your Customer Account Number for Each Beneficial Holder of Common Stock or LPC Common Stock Interests that checked the box in Item 3 of the Beneficial Holder Ballot	Principal Amount of Common Stock or LPC Common Stock Interests Elected to REJECT Release Provision in Article 10.9 of Proposed Plan*
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
TOTALS:	

**Item 4. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the LPC Common Stock Interests listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number:\_\_\_\_\_

Name of Proxy Holder or Agent for Voting  
Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.:\_\_\_\_\_

Signature:\_\_\_\_\_

By:\_\_\_\_\_  
(If Appropriate)

Title:\_\_\_\_\_  
(If Appropriate)

Street Address:\_\_\_\_\_

City, State, Zip Code:\_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_  
(Including Area Code)

Date Completed:\_\_\_\_\_

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

### VOTING DEADLINE/VOTING AGENT:

**The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on [], 2009, unless extended by the Debtors in writing.** To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Voting Agent, before the Voting Deadline. The Voting Agent is:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**The Master Ballot will not be accepted by telecopy or facsimile. Master Ballot will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

### HOW TO VOTE:

If you are both the registered owner and the beneficial holder of the Other Equity Interest and you wish to vote any LPC Common Stock Interests held on account thereof, you may complete, execute, and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial holders of LPC Common Stock Interests other than yourself, you may either:**

1. “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the “Solicitation Package”) and then forward the Solicitation Package to the beneficial holder of the Other Equity Interest for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial holder then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial Holder Ballot by indicating thereon the record holder of the Other Equity Interest voted, the amount of the Other Equity Interest held by the beneficial holder, and the appropriate account numbers through which the beneficial holder’s holdings are derived. The beneficial holder shall return the “prevalidated” Beneficial Holder Ballot to the Voting Agent;
- OR
2. Forward the Solicitation Package to the beneficial holder of the Equity Interests for voting together with a return envelope provided by and

addressed to the Voting Nominee, with the beneficial holder then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial holders on a Master Ballot that will be provided to the Voting Nominee separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial holders to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Holder Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the LPC Common Stock Interests. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial holder, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

**PLEASE NOTE:**

**The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial holders of the Common Stock held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-7A**

**Ballot for Holders of Class 9  
Asbestos Personal Injury Claims**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re:</b>	:
	:
<b>LEXINGTON PRECISION CORP., <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11**  
**Case No. 08-11153 (MG)**  
**(Jointly Administered)**

**BALLOT FOR HOLDERS OF CLASS 9  
ASBESTOS PERSONAL INJURY CLAIMS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

PLEASE COMPLETE THE FOLLOWING:

**Item 1. Asbestos-Related Claim Against Lexington Precision.** This Beneficial Holder Ballot is to be used by you as a holder of Asbestos-Related Claims (as defined under the Proposed Plan) against Lexington Precision to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan.

**Item 2. Vote.** The undersigned holder of an Asbestos-Related Claims against Lexington Precision hereby votes to:

Check one box:      ☐      Accept the Proposed Plan  
                                 ☐      Reject the Proposed Plan



ITEM 3. **Releases.** INDEPENDENT OF YOUR VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, YOU MAY ELECT NOT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

The holder of Asbestos Personal Injury Claim set forth in Item 1 elects to:

☐ REJECT RELEASE PROVISION IN ARTICLE 10.9

**Item 4. Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August 8, 2008 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of an Asbestos-Related Claims against Lexington Precision identified in Item 1 above and/or (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**VOTING INSTRUCTIONS FOR COMPLETING  
THE BALLOT FOR HOLDERS OF CLASS 9  
ASBESTOS PERSONAL INJURY CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 9 if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in Class 9 voting on the Proposed Plan. In the event that Class 9 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of claims in Class 9 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Voting Agent”) so that it is received by the Voting Agent by no later than 4:00 p.m. (prevailing Eastern Time) on [], 2009 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON PRECISION BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**Ballots will not be accepted by telecopy or facsimile. Ballots will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. make sure that the information contained in Item 1 is correct;
  - b. if you have a Claim in Class 9, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a

power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign, and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- e. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- f. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit B-7B**

**Master Ballot for Counsel to Holders of Class 9  
Asbestos Personal Injury Claims**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	: Chapter 11
	:
LEXINGTON PRECISION CORP., <u>et al.</u> ,	: Case No. 08-11153 (MG)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**MASTER BALLOT FOR COUNSEL TO HOLDERS OF CLASS 9  
ASBESTOS PERSONAL INJURY CLAIMS**

Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”), as debtors and debtors in possession, each of which is identified below, are soliciting votes with respect to the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the “Proposed Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the “Voting Agent”) at (646) 282-1800.

**This Master Ballot is to be used by you as an authorized representative of the holders of Asbestos-Related Claims (as defined under the Proposed Plan) against Lexington Precision, to transmit to the Voting Agent the votes of such beneficial holders (the “Beneficial Holders”) in respect of their Asbestos-Related Claims to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan.**

**Item 1. TABULATION OF VOTES WITH RESPECT TO THE PROPOSED PLAN.** Please note that each holder of an Asbestos-Related Claim that votes must vote its entire claim to accept or reject the Proposed Plan and may not split such vote. Accordingly, any holder of an Asbestos-Related Claim who attempts partially to reject and partially to accept the Proposed Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Proposed Plan for any particular claim, such claim shall be counted as an acceptance of the Proposed Plan. If the Master Ballot designates both an acceptance and rejection of the Proposed Plan for any particular claim, such claim shall **not** be counted.

**Please mark one of the boxes below:**

	All claimants listed on the exhibit accompanying this Ballot <b>ACCEPT</b> the Proposed Plan.
	All claimants listed on the exhibit accompanying this Ballot <b>REJECT</b> the Proposed Plan.
	All claimants listed on the exhibit accompanying this Ballot <b>ACCEPT</b> the Proposed Plan, <i>except</i> as marked on such exhibit.
	All claimants listed on the exhibit accompanying this Ballot <b>REJECT</b> the Proposed Plan, <i>except</i> as marked on such exhibit.

**ITEM 2. SUMMARY OF HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS REPRESENTED BY ATTORNEY.** Please prepare a summary sheet, to be attached to this Master Ballot as an exhibit, listing each holder of an Asbestos Personal Injury Claim you represent in substantially the same form as the table below. If possible, please submit an electronic version of the chart below in excel format. Please note that if all holders of Asbestos Personal Injury Claims represented by you vote to either accept or reject the Proposed Plan, you need not include the last column indicating whether each holder of an Asbestos Personal Injury Claim accepts or rejects the Proposed Plan.

[illegible]

**ITEM 3. Releases.** INDEPENDENT OF EACH BENEFICIAL HOLDER'S VOTE TO EITHER ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN, SUCH HOLDER MAY ELECT TO GRANT THE RELEASES PROVIDED IN ARTICLE 10.9 OF THE PROPOSED PLAN. **PLEASE NOTE THAT IF YOU ELECT NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN YOU MUST CHECK THE BOX BELOW AND RETURN THIS BALLOT (EVEN IF YOU ABSTAIN FORM VOTING ON THE PROPOSED PLAN). IF YOU DO NOT CHECK THE BOX BELOW YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN. PLEASE NOTE THAT ELECTING NOT TO GRANT THE RELEASES SET FORTH IN ARTICLE 10.9 OF THE PROPOSED PLAN DOES NOT AFFECT YOUR VOTE TO ACCEPT, REJECT, OR ABSTAIN FROM VOTING ON THE PROPOSED PLAN.** ACCORDINGLY, YOU MAY CHECK A BOX BELOW TO ELECT TO NOT GRANT THE RELEASE PROVISIONS IN ARTICLE 10.9 OF THE PROPOSED PLAN.

Name of Holder of an Asbestos Personal Injury Claim	Social Security Number	Reject

**ITEM 4. CERTIFICATIONS.** By signing this Master Ballot, the undersigned certifies, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

- I have been provided with a copy of the Disclosure Statement and the exhibits thereto.
- I have been authorized by each of the holders of Asbestos-Related Claims listed on the exhibit accompanying this Master Ballot to vote his or her claim to accept or reject the Proposed Plan as indicated on the exhibit.



•

**ITEM 5. RETURN OF EXHIBIT.** The entire exhibit accompanying this Master Ballot must be prepared and returned with this completed Master Ballot to the Voting Agent.

Print or Type Name of Attorney:	_____
Name of Law Firm:	_____
Signature:	_____
Street Address:	_____
City, State, and Zip Code:	_____
Telephone Number:	_____
Date Completed:	_____

**INSTRUCTIONS FOR COMPLETING THE  
MASTER BALLOT FOR COUNSEL TO HOLDERS OF CLASS 9  
ASBESTOS PERSONAL INJURY CLAIMS**

1. This Master Ballot is submitted to you in connection with the solicitation of votes of individual holders of Asbestos-Related Claims to accept or reject the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be further amended, the "Proposed Plan"). The terms of the Proposed Plan are described in the Disclosure Statement, dated August 8, 2008, for the Proposed Plan (the "Disclosure Statement"). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Proposed Plan. **PLEASE READ THE PROPOSED PLAN, THE DISCLOSURE STATEMENT, AND THE PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PROPOSED PLAN APPROVED BY THE BANKRUPTCY COURT ON DECEMBER \_\_, 2008 (THE "VOTING PROCEDURES") CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.**
2. This Master Ballot is to be used by counsel to holders of Asbestos-Related Claims who are authorized to vote on behalf of those clients to accept or reject the Proposed Plan.
3. The Proposed Plan will be accepted by Class 8 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 8 voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
4. **To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned so that it is received by the Voting Agent (set forth below) not later than 4:00 p.m. (Eastern Time) on January [], 2009, unless such time is extended in writing by the Debtors.** Master Ballots may be delivered by mail to the Voting Agent at the following address:

FINANCIAL BALLOTING GROUP LLC  
ATTN: LEXINGTON PRECISION BALLOT TABULATION  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800

**The Master Ballot will not be accepted by telecopy or facsimile. The Master Ballot will be accepted by electronic e-mail at [tabulation@fbgllc.com](mailto:tabulation@fbgllc.com).**

5. This Master Ballot may not be used for any purpose other than to transmit the votes to accept or reject the Proposed Plan.

6. You may be required to provide evidence of authorization of the undersigned by holders of Asbestos-Related Claims to vote to accept or reject the Proposed Plan.
7. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the last Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes.
8. Please note that Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos-Related Claim you represent, which shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos-Related Claims on whose behalf you are voting by name and social security number, with a separate box next to each entry to note, if necessary, whether such individual holder of an Asbestos-Related Claim accepts or rejects the Proposed Plan. If all holders of Asbestos-Related Claims represented by you vote to either accept or reject the Proposed Plan, you need not create a separate box next to each entry to note whether the individual accepts or rejects the Proposed Plan.
9. Each holder of an Asbestos-Related Claim that votes must vote his or her entire claim to accept or reject the Proposed Plan and may not split such vote. Accordingly, any holder of an Asbestos-Related Claim who attempts partially to reject and partially to accept the Proposed Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Proposed Plan for any particular claim, such claim shall counted as an acceptance the Proposed Plan. If the Master Ballot designates both acceptance and rejection of the Proposed Plan for any particular claim, such claim shall **not** be counted.
10. To properly complete the Ballot, you must follow the procedures described below:
  - a. Item 1 of the Master Ballot asks you to indicate which holders of Asbestos-Related Claims listed on the exhibit accept the Proposed Plan and which of your clients listed on the exhibit reject the Proposed Plan. If all of your clients have authorized you to accept the Proposed Plan, you may check the box indicating the same. If all your clients have authorized you to reject the Proposed Plan, you may check the box indicating the same. If some of your clients have authorized you to accept the Proposed Plan, while others have authorized you to reject the Proposed Plan, please check the appropriate box and be certain to specify on the exhibit which clients have rejected the Proposed Plan and which clients have accepted the Proposed Plan.
  - b. Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos-Related Claim you represent, that shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos-Related Claims on

whose behalf you are voting by name, social security number, and disease type, with a separate box next to each entry to note, if necessary, whether such individual holder of an Asbestos-Related Claim accepts or rejects the Proposed Plan. If all holders of an Asbestos-Related Claims represented by you vote to either accept or reject the Proposed Plan, you need not create a separate box next to each entry to note whether the individual accepts or rejects the Proposed Plan;

- c. if you voted to accept or reject the Proposed Plan or abstained from voting, then you may elect to reject the Releases in Article 10.9 of the Proposed Plan. Please note that if you elect not to complete Item 3, that you will be deemed to have accepted the Releases in Article 10.9 of the Proposed Plan.
- d. Item 4 contains certifications, under penalty of perjury pursuant to 28 U.S.C. § 1746, which are required for you to submit a vote on behalf of one or more holders of Asbestos-Related Claims. Please ensure that you have read and understood the certifications prior to signing the Master Ballot. **If you are unable to make the certification as to the authority to vote on behalf of any holder of an Asbestos-Related Claim, you must either (i) within ten (10) business days after the mailing of the Solicitation Package, furnish the Voting Agent with the names and addresses of any such holder(s), to whom the Voting Agent will send copies of the Solicitation Package, including Ballots, or (ii) transmit such Solicitation Package to any such clients directly.**
- e. sign and date your Master Ballot;
- f. provide your name and mailing address;
- g. contact the Voting Agent if you need any additional information; and
- h. return the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline ([], **2009 at 4:00 p.m. (prevailing Eastern Time)**).

**PLEASE NOTE:**

**The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No fees, commissions, or other remuneration will be payable to you for soliciting votes on the Proposed Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF**

**THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Exhibit C**

**Notice of Non-Voting Status**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re:** : **Chapter 11**  
:  
**LEXINGTON PRECISION CORP., et al.,** : **Case No. 08-11153 (MG)**  
:  
**Debtor.** : **(Jointly Administered)**  
:  
-----X

**NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES<sup>1</sup>**

PLEASE TAKE NOTICE THAT on the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order, dated December \_\_, 2008 (the “Disclosure Statement Order”), approving the Disclosure Statement for the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated August 8, 2008 (as it may be amended, the “Disclosure Statement”) filed by Lexington Precision Corporation (“Lexington Precision”) and Lexington Rubber Group, Inc. (“Lexington Rubber Group” and together with Lexington Precision, the “Debtors”) in the above-referenced chapter 11 cases, as debtors and debtors in possession.

The Disclosure Statement Order also authorizes the Debtors to solicit votes to accept or reject the Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated December [], 2008 (as it may be further amended, the “Proposed Plan”) a copy of which is annexed as Exhibit A to the Disclosure Statement.

**UNDER THE TERMS OF THE PROPOSED PLAN, YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS IS/ARE NOT IMPAIRED, AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (i) DEEMED TO HAVE ACCEPTED THE PROPOSED PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PROPOSED PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PROPOSED PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS’ VOTING VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, ATTN: LEXINGTON PRECISION BALLOT TABULATION, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, OR BY TELEPHONE AT (646) 282-1800.**

<sup>1</sup> Unimpaired Classes include the following: Class 1 (Other Priority Claims), Class 2(a) (CapitalSource Secured Claims against Lexington Precision), Class 2(b) (CSE Secured Claims against Lexington Precision), Class 3 (Secured Tax Claims against Lexington Precision), Class 4 (Other Secured Claims against Lexington Precision), Class 8 (Convenience Claims against Lexington Precision), Class 12 (Other Priority Claims against Lexington Rubber Group), Class 13(a) (CapitalSource Secured Claims against Lexington Rubber Group), Class 13(b) (CSE Secured Claims against Lexington Rubber Group), Class 14 (Secured Tax Claims against Lexington Rubber Group), Class 15 (Other Secured Claims against Lexington Rubber Group), Class 17 (Convenience Claims against Lexington Rubber Group), and Class 18 (Interests in Lexington Rubber Group) under the Proposed Plan.

Dated: December \_\_, 2008  
New York, New York

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153-0119  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Richard P. Krasnow  
Adam P. Storchak

Attorneys for Debtors and  
Debtors in Possession



**Exhibit D**

**Form of Confirmation Hearing Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re:** : **Chapter 11**  
:  
**LEXINGTON PRECISION CORP., et al.,** : **Case No. 08-11153**  
**(MG)** :  
:  
**Debtors.** : **(Jointly**  
: **Administered)**  
:  
-----X

**NOTICE OF (A) APPROVAL OF THE DEBTORS' DISCLOSURE STATEMENT  
FOR THE DEBTORS' PROPOSED PLAN; (B) VOTING PROCEDURES FOR  
THE PROPOSED PLAN; (C) SCHEDULING OF THE CONFIRMATION  
HEARING; AND (D) PROCEDURES FOR FILING OBJECTIONS AND  
RESPONSES TO CONFIRMATION OF THE PROPOSED PLAN**

**TO ALL PARTIES IN INTEREST IN LEXINGTON PRECISION CORPORATION. ("LPC") AND  
LEXINGTON RUBBER GROUP, INC. ("LRGI" TOGETHER WITH LPC, THE "DEBTORS"),  
PLEASE TAKE NOTICE THAT:**

**Approval of Disclosure Statement.** By order, dated December \_\_, 2008 (the "Disclosure Statement Order"), the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Proposed Disclosure Statement (as it may be amended, the "Disclosure Statement") for the Debtors' Proposed Amended Joint Plan of Reorganization, dated August 8, 2008 (as it may be amended or modified, the "Proposed Plan") pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Disclosure Statement Order also authorizes the Debtors to solicit votes to accept the Debtors' Proposed Plan pursuant to chapter 11 of the Bankruptcy Code.

**Confirmation Hearing.** The Court shall hold a hearing (the "Confirmation Hearing") to consider the confirmation of the Proposed Plan on **February 9, 2009 at 10:00 a.m. (prevailing Eastern Time) and, if necessary, February 10, 2008 at 10:00 a.m. (prevailing Eastern Time)**, before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing. The Debtors may modify the Proposed Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Proposed Plan without further notice.

**Voting Procedures.** Holders of impaired claims against or interests in the Debtors' estates as of [], 2008 (the "Record Date") are entitled to vote. If you hold such a claim or interest, you will receive a solicitation package which shall include a copy of (a) the Disclosure Statement Order, (b) this Notice, (c) the Disclosure Statement, attached to which is the Proposed Plan, and (d) a ballot. Please review the ballot of specific instructions as to how to vote. Failure to follow the voting instructions may disqualify your vote.

**Voting Deadline.** The deadline to vote on the Proposed Plan is [], 2009 at **4:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"). The Debtors' Voting Agent, Financial Balloting Group LLC, must receive your ballot by the Voting Deadline otherwise your vote will not be counted.

**Parties in Interest Not Entitled to Vote.** Holders of unimpaired claims against or interests in the Debtors' estates are not entitled to vote. If you hold such a claim or interest, you will receive a notice of your non-voting status.

**Objections to Confirmation.** Objections or responses to confirmation of the Proposed Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and (c) set forth the name of the objecting party, the basis for the objection, and the specific grounds therefor.

All objections and responses to the confirmation of the Proposed Plan must be filed with the Court no later than [], 2009 at **4:00 p.m. (prevailing Eastern Time)**. In accordance with General Order M-242, registered users of the Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk (preferably in Portable Disk Format (PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy to the chambers of Judge Glenn.

All objections and responses must be served, so as to be received no later than [], 2009 at **4:00 p.m. (prevailing Eastern Time)**, upon: (a) the Debtors, Lexington Precision Corporation, 800 Third Ave. 15th Floor, New York, New York 10023 (Attn: Michael A. Lubin), (b) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Richard P. Krasnow and Victoria Vron); (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg); (d) the attorneys for the Debtors' prepetition lenders, Waller, Landsden, Dortch & Davis LLP, 511 Union Street, Suite 2700, Nashville, Tennessee 37219 (Attn: John C. Tishler); (e) the attorneys for the creditors' committee, Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Paul Silverstein and Jonathan Levine); and (f) the attorneys for Debtors' postpetition lenders, O'Melveny & Meyers, LLP, Times Square Tower, 7 Times Square, New York, New York 10036 (Attn: Gerald Bender).

**Additional Information.** For more information about the solicitation procedures, please contact Financial Balloting Group LLC, the Debtors' Voting Agent, at (646) 282-1800. To obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Proposed Plan, or any related documents, please contact Financial Balloting Group LLC or visit the Debtors' website at <http://chapter11.epiqsystems.com/Lexington> or the Court's website at <http://www.nysb.uscourts.gov>. To access documents on the Court's website, you will need a PACER password and login, which you can be obtained at <http://www.pacer.psc.uscourts.gov>.

**The Proposed Plan contains an injunction which prevents, among other things, any holder of any claim or interest or any other party in interest in the Debtors' chapter 11 cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, or the reorganized Debtors, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation, or interfering in any way with the Proposed Plan or any schemes of arrangement thereunder. In addition, except as provided in the Proposed Plan, the Debtors and the reorganized Debtors will not have any liability for any claim or equity interest in the Debtors that are cancelled or terminated under the Proposed Plan or which arose prior to the effective date of the Proposed Plan.**

Dated: December \_\_, 2008  
New York, New York

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153-0119  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Richard P. Krasnow  
Adam P. Storchak

Attorneys for Debtors and  
Debtors in Possession